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WE CLAIM:



- An oil-in-water emulsion suited for topical application to the skin of a woman evincing the cosmetic condition called cellulite, having the active ingredients comprising:
 - (a) an oil-soluble hydroxyflavone selected from the group consisted of quercetin and
- 5 fisetin;
 - (b) an oil-soluble isoflavone selected from the group consisting of genistein, diadzein, and biochanin-A;
 - (c) an oil-soluble amino substituted butanoate selected from the group consisting of DLcarnitine, L-carnitine, and carnitine acetate;
 - (d) a water-soluble xanthine selected from the group consisting of theophylline, theophylline salts, caffeine, and theobromine;
 - (e) a water-soluble plant extract coleus forskohlii;
 - (f) a solubizing agent for the oil-soluble ingredients; and,
 - (g) an emulsifying agent for mixing the oil phase with the aqueous phase.
 - The oil-in-water emulsion of Claim 1 wherein quercetin is the hydroxyflavone present in the weight percent of the emulsion volume up to about 5%.
 - The oil-in-water emulsion of Claim 1 wherein fisetin is the hydroxyflavone and is present in
 the weight volume up to about 5%.
 - The oil-in-water emulsion of Claim 1 wherein the isoflavone is genistein and is present in the weight volume of up to about 5%.
 - The oil-in-water emulsion of Claim 1 wherein the xanthine is theophylline acetate and is present in the weight volume of up to about 4%.

- The oil-in-water emulsion of Claim 1 wherein the coleus extract is present in the weight volume of up to about 2%.
- The oil-in-water emulsion of Claim 1 wherein the butanoate is L-acetyl carnitine and is present in the weight volume of up to about 1.5%.
- 8. The method of treating cellulitis in women wherein the application formulation comprises an oil-in-water emulsion comprising:
 - (a) an oil-soluble hydroxyflavone selected from the group consisted of quercetin and fifecetin:
 - (b) an oil-soluble isoflavone selected from the group consisting of genistein, diadzein, and biochanin-A;
 - (c) an oil-soluble amino substitute butanoate selected from the group consisting of DLcarnitine, L-carnitine, and carnitine acetate;
 - (d) a water-soluble xanthine selected from the group consisting of theophylline, theophylline salts, caffeine, and theopromine;
 - (e) a water-soluble plant extract coleus forskohlii;
 - (f) a solubizing agent for the oil-soluble ingredients; and,
 - (g) an emulsifying agent for mixing the oil phase with the aqueous phase.
 - The oil-in-water emulsion of Claim 1 which has been converted to a gel consistency by the incorporation of a natural gum selected from xanthan gum, and carrageenan.
 - 10. The oil-in-water emulsion of Claim which has been converted to a gel consistency by the incorporation of a gelling agent selected from one of methoxycellulose, ethoxycellulose, carboxycellulose, acyanacrylate, poly/inylpyrolidine, or chitsan.

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11. The oil-in-water emulsion of Claim 1 wherein the bioflavonoid oligomeric proanthrocyandins are included.